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廣州藥業股份有限公司

Guangzhou Pharmaceutical Company Limited

(a joint stock company with limited liability established in the People's Republic of China)

(H Share Stock Code: 0874)

NOTICE OF THE 2011 ANNUAL GENERAL MEETING

IMPORTANT NOTICE

- Date and time of the 2011 annual general meeting (“AGM”): Thursday, 12 April 2012, at 10:00 a.m.
- Place of the AGM: Conference Room of Guangzhou Pharmaceutical Company Limited (the “Company”), 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People’s Republic of China (the “PRC”)
- Manner of holding the AGM: present
- Significant items to be considered:
 1. Report of the board of directors (the “Board”) of the Company for the year 2011;
 2. Report of the supervisory committee for the year 2011;
 3. Financial reports of the Company for the year 2011;
 4. Auditors’ reports of the Company for the year 2011;
 5. Proposal for profit distribution and dividend payment of the Company for the year 2011;
 6. Financial budget report of the Company for the year 2012;
 7. Total service emoluments to be paid to the directors of the Company for the year 2012;
 8. Total service emoluments to be paid to the supervisors of the Company for the year 2012;
 9. Provision of guarantees by the Company to secure bank loans for its subsidiaries;

10. Provision of guarantees by Guangzhou Bai Di Bio-technology Co., Ltd., a subsidiary of the Company, to secure bank loans for Guangzhou Nuo Cheng Bio-technology Co., Ltd;
11. Re-appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as auditor of the Company for the year 2012, and the proposal to the shareholders' meeting to authorize the Board to determine its remuneration;
12. Re-appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as auditor for the internal control of the Company for the year 2012, and the proposal to the shareholders' meeting to authorize the Board to determine its remuneration.

I. INFORMATION REGARDING THE CONVENING OF THE AGM

1. The resolution to convene the AGM was considered and passed at the 12th meeting of the fifth session of the Board;
2. Date and time of the AGM: Thursday, 12 April 2012, at 10:00 a.m.; and
3. Place of the AGM: Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC.

II. MATTERS TO BE CONSIDERED AT THE AGM

To be considered and approved by way of ordinary resolutions:

1. Report of the Board for the year 2011;
2. Report of the supervisory committee for the year 2011;
3. Financial reports of the Company for the year 2011;
4. Auditors' reports of the Company for the year 2011;
5. Proposal for profit distribution and dividend payment of the Company for the year 2011;
6. Financial budget report of the Company for the year 2012;
7. Total service emoluments to be paid to the directors of the Company for the year 2012;
8. Total service emoluments to be paid to the supervisors of the Company for the year 2012;
9. Provision of guarantees by the Company to secure bank loans for its subsidiaries;
10. Provision of guarantees by Guangzhou Bai Di Bio-technology Co., Ltd., a subsidiary of the Company, to secure bank loans for Guangzhou Nuo Cheng Bio-technology Co., Ltd;

11. Re-appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as auditor of the Company for the year 2012, and the proposal to the shareholders' meeting to authorize the Board to determine its remuneration;
12. Re-appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as auditor for the internal control of the Company for the year 2012, and the proposal to the shareholders' meeting to authorize the Board to determine its remuneration.

The above resolutions were considered and passed at the 12th meeting of the fifth session of the Board and the 8th meeting of the fifth session of the supervisory committee held on 16 February 2012.

III. ATTENDEES OF THE AGM

1. Holders of domestic shares and overseas listed foreign capital shares whose names appeared on the register of members of the Company at the close of business in the afternoon on Monday, 12 March 2012 (including those overseas shareholders who have already successfully submitted documents of shareholding transfer applications on or before 12 March 2012) are entitled to attend the AGM. The register of members of the Company will be closed from 13 March 2012 (Tuesday) to 12 April 2012 (Thursday) (both days inclusive) during which no transfer of H shares will be effected. In order to determine who are entitled to attend the AGM, all share transfer documents together with the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, namely Hong Kong Registrars Limited, for share transfer registration not later than 4:00 p.m. on 12 March 2012 (Monday).
2. Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies (whether he/she is a shareholder or not) to attend and vote at the meeting on his/her behalf. If any shareholder appoint more than one proxy, the proxy(ies) can only vote by poll. To be valid, the proxy form and the notarially certified power of attorney or other documents of authorization (if any) must be delivered to the office address of the Company no less than 24 hours before the time appointed for the holding of the AGM or its any adjournment thereof.
3. Shareholders who intend to attend the AGM in person or by proxy should complete and return the attached reply slip by hand, by mail or by fax in accordance with the instructions printed thereon, before 22 March 2012 (Thursday).
4. The directors, supervisors and senior management of the Company.

IV. REGISTRATION FOR THE AGM

1. To attend the AGM, an individual shareholder should bring along his/her identity card, the shareholder account card; a proxy should bring along the proxy form, his/her identity card and the identity card of the principal and the shareholder account card. A legal person shareholder shall bring along a copy of the business license, the proxy form signed by the legal entity, the shareholder account card and the identity card of the attendee. Shareholders outside Guangzhou can make registration by mail, telephone or fax.

2. Place and time of registration: Registration date and time: 8:30 a.m. to 11:30 a.m. and 2:00 p.m. to 4:30 p.m. on 22 March 2012 (Thursday)

Place of registration: The Secretariat of the Company, 2nd Floor, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC

V. OTHERS

1. Address: 2nd Floor, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC

Postal code: 510130

Contact person: Pang Jianhui
Tel: 8620-8121 8117/8121 8120
Fax: 8620-8121 6408

2. Address of Shanghai Branch Company of China Securities Depository and Clearing Corporation Limited: 3/F., China Insurance Building, No. 166 Lujiazui Road East, Shanghai, the PRC.

Address of Hong Kong Registrars Limited: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

3. The AGM is expected to last for a half day. Shareholders attending the meeting shall be responsible for their own travelling and accommodation expenses.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions and announcements of resolutions passed at the 12th of the fifth session of the Board of the Company.

2. Resolutions and announcements of resolutions passed at the 8th of the fifth session of the supervisory committee of the Company.

The Board of
Guangzhou Pharmaceutical Company Limited

Guangzhou, the PRC, 16 February 2012

As at the date of this notice, the Board comprises Mr. Yang Rongming, Mr. Li Chuyuan, Mr. Shi Shaobin and Mr. Wu Changhai as executive directors, and Mr. Liu Jinxiang, Mr. Li Shanmin, Mr. Zhang Yonghua, Mr. Wong Lung Tak Patrick and Mr. Qiu Hongzhong as independent non-executive directors.